

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	
)	Re: Docket Nos. 17685, 17807, 19984,
)	20210
)	12/15/2008 Agenda Item No. 10

**CERTIFICATE OF COUNSEL REGARDING ORDER DISMISSING AS MOOT
MOTION OF CITY OF CHARLESTON, SOUTH CAROLINA
FOR RELIEF FROM THE AUTOMATIC STAY**

On December 21, 2007, the City of Charleston, South Carolina ("Charleston") filed their *Motion of the City of Charleston, South Carolina for Relief from the Automatic Stay* (Dkt. No. 17685) (the "Stay Motion"). On January 11, 2008, Debtors filed their *Debtors' Objection to the Motion of the City of Charleston, South Carolina for Relief From the Automatic Stay* (Dkt. No. 17807) (the "Objection"). The Stay Motion and the Objection were continued pursuant to

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

ongoing negotiations between the Debtors and Charleston with respect to the Stay Motion and the Objection.

On November 10, 2008, the Debtors filed their *Motion of Debtors for Entry of Order Authorizing the Sale of Certain Real Property to the City of Charleston, South Carolina* (Dkt. No. 19984) (the “Sale Motion”).

On December 5, 2008, the Debtors filed a Certification of No Objection Regarding *Motion of Debtors for Entry of Order Authorizing the Sale of Certain Real Property to the City of Charleston, South Carolina* (Dkt. No. 20210) (the “CNO”).

On December 15, 2008, the Court heard the Sale Motion. Due and proper notice of the Sale Motion was given and a CNO was filed. The Court reviewed the Sale Motion and the CNO at the hearing, and the Court entered an order granting the Sale Motion.

As a result of the Court’s entry of an order granting the Sale Motion, the Stay Motion and the Objection were rendered moot. The attached order denying the Stay Motion (the “Order”), substantially in the form attached hereto as Exhibit A, reflects the ruling of the Court as stated on the record at the December 15, 2008 hearing and is being submitted at the request of the Court for entry. The Order has been submitted to counsel for Charleston for review and the Debtors have received no objection from Charleston with respect to the Order.

Therefore, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as Exhibit A, dismissing the Motion and the Objection as moot due to the approval of the Sale Motion.

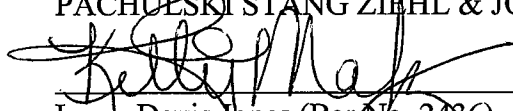
Dated: December 23, 2008

Respectfully submitted,

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and

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A handwritten signature in black ink, appearing to read "Kelly Makowski", is written over a horizontal line.

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